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**四川成渝高速公路股份有限公司**  
**Sichuan Expressway Company Limited\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 00107)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**EGM**”) of Sichuan Expressway Company Limited\* (the “**Company**”) will be held at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China at 9 a.m. on 30 August, 2011 (Tuesday) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

**AS SPECIAL RESOLUTION**

“**THAT** the following amendments to the articles of association of the Company (“**Articles of Association**”) be approved:

## Article 23 of the Articles of Association

“Upon approval of Cai Guan Zi (1999) No. 156 issued by the Ministry of Finance, Sichuan Highway and Huajian Economic Development Centre entered into an agreement relating to the transfer of state-owned shares on 7 December 2000, pursuant to which, upon completion of the transfer of 657.45 million shares from Sichuan Highway to Huajian Economic Development Centre, Sichuan Highway holds 1.00529 billion shares, representing 39.3% of the total number of ordinary shares, Huajian Economic Development Centre holds 657.45 million shares, representing 25.7% of the total number of ordinary shares and holders of H shares holds 895.32 million shares, representing 35% of the total number of ordinary shares.

Upon approval from China Securities Regulatory Commission, the Company issued 500 million domestic shares listed in the PRC (A shares) to domestic investors and such shares were listed on the Shanghai Stock Exchange on 27 July 2009. In addition, according to the Notice on Publication of Implementation Measures for the Transfer of Part of the State-owned Shares to the National Social Security Fund in the Domestic Securities Market (Cai Qi [2009] No. 470) (《關於印發〈境內證券市場轉持部份國有股充實全國社會保障基金實施辦法〉的通知》(財企【2009】470號)) and the Letter of Reply from the State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government on Issues in relation to the Transfer of Part of the A Shares in Initial Public Offering of Sichuan Expressway Company Limited to State-owned Shares (Chuan Guo Zi Chan Quan [2009] No. 39) (《四川省政府國有資產監督管理委員會關於四川成渝高速公路股份有限公司A股首發上市劃轉部分國有股有關問題的批覆》(川國資產權【2009】39號)), 30,229,922 shares held by Sichuan Highway and 19,770,078 shares held by Huajian Economic Development Centre were transferred to the National Council for Social Security Fund. The shareholding structure of the Company is: Sichuan Highway Development Company holds 975,060,078 shares, representing 31.88% of the total share capital of the Company; Huajian Economic Development Centre holds 637,679,922 shares, representing 20.85% of the total share capital of the Company; National Council for Social Security Fund holds 50,000,000 shares, representing 1.64% of the total share capital of the Company; holders of H shares hold 895,320,000 shares, representing 29.28% of the of the total share capital of the Company; and other public shareholders hold 500,000,000 shares, representing 16.35% of the total share capital of the Company.”

*shall be amended as:*

“Upon approval of Cai Guan Zi (1999) No. 156 issued by the Ministry of Finance, Sichuan Highway and Huajian Economic Development Centre entered into an agreement relating to the transfer of state-owned shares on 7 December 2000, pursuant to which, upon completion of the transfer of 657.45 million shares from Sichuan Highway to Huajian Economic Development Centre, Sichuan Highway holds 1.00529 billion shares, representing 39.3% of the total number of ordinary shares, Huajian Economic Development Centre holds 657.45 million shares, representing 25.7% of the total number of ordinary shares and holders of H shares holds 895.32 million shares, representing 35% of the total number of ordinary shares.

Upon approval from China Securities Regulatory Commission, the Company issued 500 million domestic shares listed in the PRC (A shares) to domestic investors and such shares were listed on the Shanghai Stock Exchange on 27 July 2009. In addition, according to the Notice on Publication of Implementation Measures for the Transfer of Part of the State-owned Shares to the National Social Security Fund in the Domestic Securities Market (Cai Qi [2009] No. 470) (《關於印發〈境內證券市場轉持部份國有股充實全國社會保障基金實施辦法〉的通知》(財企【2009】470號)) and the Letter of Reply from the State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government on Issues in relation to the Transfer of Part of the A Shares in Initial Public Offering of Sichuan Expressway Company Limited to State-owned Shares (Chuan Guo Zi Chan Quan [2009] No. 39) (《四川省政府國有資產監督管理委員會關於四川成渝高速公路股份有限公司A股首發上市劃轉部分國有股有關問題的批覆》(川國資產權【2009】39號)), 30,229,922 shares held by Sichuan Highway and 19,770,078 shares held by Huajian Economic Development Centre were transferred to the National Council for Social Security Fund. The shareholding structure of the Company is: Sichuan Highway Development Company holds 975,060,078 shares, representing 31.88% of the total share capital of the Company; Huajian Economic Development Centre holds 637,679,922 shares, representing 20.85% of the total share capital of the Company; National Council for Social Security Fund holds 50,000,000 shares, representing 1.64% of the total share capital of the Company; holders of H shares hold 895,320,000 shares, representing 29.28% of the of the total share capital of the Company; and other public shareholders hold 500,000,000 shares, representing 16.35% of the total share capital of the Company.

According to the Notice from the People's Government of Sichuan Province on the Organization and Establishment of Sichuan Transportation Investment Group Co. Ltd. (Chuan Fu Han [2010] No. 68) (《四川省人民政府關於組建四川省交通投資集團有限責任公司的通知》(川府函〔2010〕68號)), the Letter of Reply from the State-owned Assets Supervision and Administration Commission of the State Council on Issues in relation to the Transfer of State-owned Shares of Sichuan Expressway Company Limited (Guo Zi Chan Quan [2010] No. 1436) (《國務院國有資產監督管理委員會關於四川成渝高速公路股份有限公司國有股東所持股份劃轉有關問題的批覆》(國資產權〔2010〕1436號)), the Letter of Reply from China Securities Regulatory Commission on the Announcement by Sichuan Transportation Investment Group Co. Ltd. of the Acquisition Report of Sichuan Expressway Company Limited and the Waiver of its Offer Obligation (Zheng Jian Xu Ke [2011] No. 351) (《中國證券監督管理委員會關於核准四川省交通投資集團有限責任公司公告四川成渝高速公路股份有限公司收購報告書並豁免其要約收購義務的批覆》(證監許可〔2011〕351號)) and the Letter of Waiver issued by Hong Kong Securities and Futures Commission on 23 November 2010 in relation to the General Offer and based on the confirmation of Shanghai Branch of China Securities Depository and Clearing Corporation Limited, 975,060,078 shares held by Sichuan Highway were transferred to Sichuan Transportation Investment Group Co. Ltd. at nil consideration on 25 March 2011. Sichuan Transportation Investment Group Co. Ltd. directly holds 975,060,078 shares of the Company, representing 31.88% of total share capital of the Company and became the controlling shareholder of the Company. Sichuan Highway ceased to hold any shares of the Company.

On 8 June 2011, the State Administration for Industry & Commerce of the People's Republic of China approved Huajian Economic Development Centre to be renamed as China Merchants Huajian Highway Investment Co., Ltd. The number and the proportion of shares of the Company it held remain unchanged.”

By order of the Board  
**Sichuan Expressway Company Limited\***  
**Zhang Yongnian**  
*Company Secretary*

Chengdu, Sichuan, the PRC  
15 July 2011

*Notes:*

- (i) The holder of H Shares who has registered on the register of members (as the case may be) of H Shares on 30 July 2011 (Saturday) is entitled to attend the EGM after registration for the meeting. He/she is also entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf in accordance with the Articles of Association. A proxy need not to be a shareholder of the Company.
- (ii) In order to be valid, the form of proxy of holders of H Shares and, if such form of proxy is signed by a person under a power of attorney or other authority on behalf of the principal, a notarially certified copy of that power of attorney or authority shall be deposited at the Company's H Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM or 24 hours before the time appointed for the passing of the resolutions.
- (iii) Shareholders or their proxies should produce their identity documents when attending the EGM.
- (iv) The register of members of H Shares will be closed from 30 July 2011 (Saturday) to 30 August 2011 (Tuesday) (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the EGM, unregistered holders of H Shares shall ensure that all transfers of H Shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 29 July 2011 (Friday).
- (v) Pursuant to Article 96 of the Articles of Association, resolutions at a shareholders' general meeting shall be decided by show of hands unless a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the chairman of the meeting; (ii) at least two shareholders entitled to vote, present in person or by proxy; (iii) one or more shareholders present in person or by proxy holding individually or jointly 10% (inclusive) or more of the shares carrying the right to vote at the meeting. Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.
- (vi) Shareholders who intend to attend the EGM shall complete and lodge the reply slip for attending the EGM at the Company's legal address at 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC on or before 9 August 2011 (Tuesday). The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (8628) 8553 0753).

- (vii) The duration of the EGM is not expected to take more than one day. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.

*At the date of this announcement, the Board comprises: Mr. Tang Yong, Mr. Zhang Zhiying, Madam Zhang Yang, Mr. Gao Chun, Mr. Zhou Liming, Mr. Wang Shuanming, Mr. Liu Mingli, Madam Hu Yu, Madam Luo Xia<sup>#</sup>, Mr. Feng Jian<sup>#</sup>, Mr. Zhao Zesong<sup>#</sup> and Mr. Xie Bangzhu<sup>#</sup>.*

*<sup>#</sup> Independent non-executive Director*

*\* For identification purposes only*